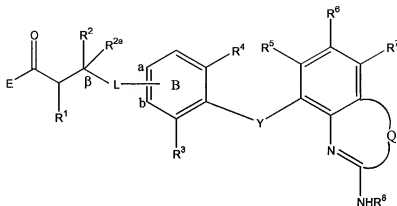


Amendments to the Claims:

1. (Previously Presented) A compound of formula:



wherein

Y is chosen from the group consisting of -O-, -S-, -SO₂-, -CH₂- and -N(loweralkyl)-;

L is a linker, said linker comprising from one to eight carbons and from zero to three nitrogens, sulfurs and oxygens, wherein at least two atoms are interposed between ring B and carbon β , said linker being straight chain, branched or cyclic, and, when cyclic, attached either at carbons a and b of ring B or, when R¹ is methylene, at R¹;

Q is NR⁹;

E is hydroxy, or E is a biolabile residue such that E and the carboxyl to which it is attached together form an ester or amide cleavable *in vivo* to provide a compound in which E is hydroxy;

R¹ is chosen from the group consisting of hydrogen, aryl, heteroaryl, (C₁ to C₆) hydrocarbon, substituted aryl, (C₁ to C₃) alkylaryl, -NHCOOR¹⁰, -NHSO₂R¹⁰ and -NHCOR¹⁰;

R^2 is chosen from the group consisting of hydrogen, aryl, heteroaryl, (C_1 to C_6) hydrocarbon, substituted aryl, (C_1 to C_3) alkylaryl, $-NHCOOR^{10}$, $-NHSO_2R^{10}$ and $-NHCOR^{10}$, and R^{2a} is hydrogen; or taken together R^2 and R^{2a} form a carbonyl;

R^3 and R^4 are independently chosen from the group consisting of hydrogen, (C_1 to C_4) hydrocarbon, loweralkoxy, halogen and fluoro(loweralkyl);

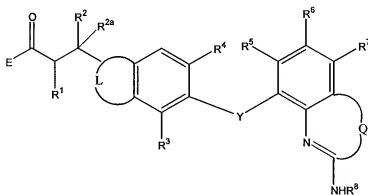
R^5 , R^6 and R^7 are independently chosen from the group consisting of hydrogen, halogen and fluoro(loweralkyl);

R^8 is chosen from hydrogen and lower alkyl; and

R^9 is chosen from hydrogen, alkyl, substituted alkyl, aryl and (C_1 to C_3) alkylaryl; or taken together R^8 and R^9 represent a two to four carbon chain forming a five to seven membered cyclic structure, which may contain one degree of unsaturation; and

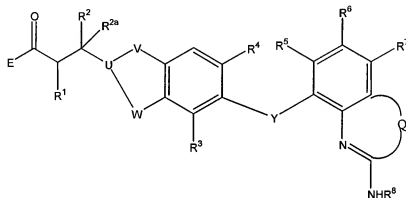
R^{10} is chosen from the group consisting of alkyl, substituted alkyl, aryl and (C_1 to C_3) alkylaryl.

2. (Original) A compound according to claim 1 of formula:



wherein L is a cyclic linker forming a five-, six or seven-membered ring, optionally substituted with one or two substituents chosen from lower alkyl and oxo.

3. (Original) A compound according to claim 2 of formula:



wherein

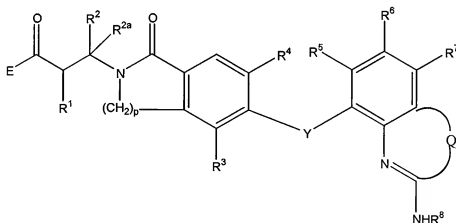
U is chosen from the group consisting of CH, C(CH₃) and N;

V is chosen from the group consisting of C=O, CH₂ and O;

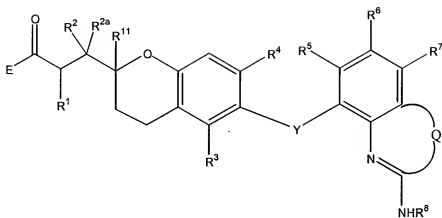
W is chosen from the group consisting of (CH₂)_nC=O, C(=O)(CH₂)_n, (CH₂)_nCH₂, O(CH₂)_n and (CH₂)_nO; and

n is zero, one or two.

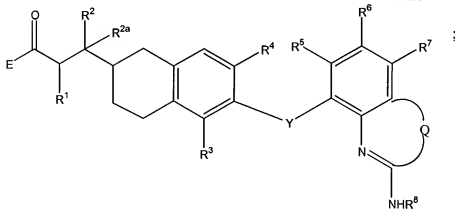
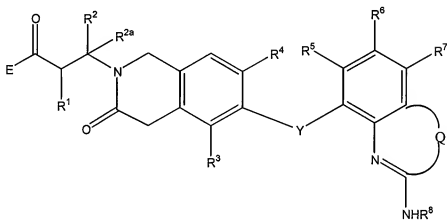
4. (Original) A compound according to claim 3 of formula:



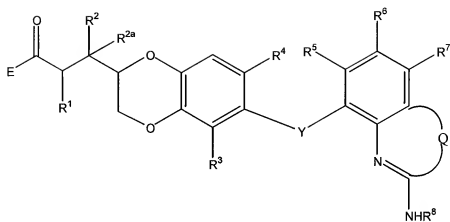
wherein p is one, two or three;



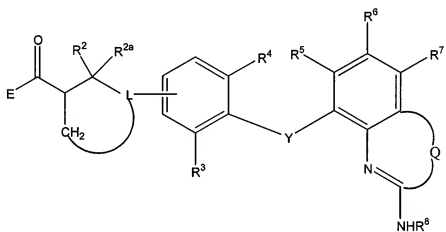
wherein R¹¹ is hydrogen or methyl;



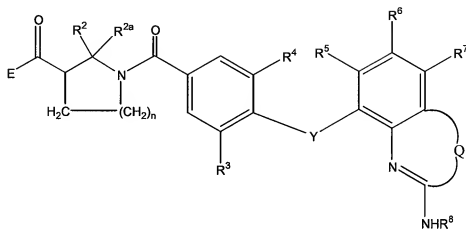
or



5. (Original) A compound according to claim 1 of formula:

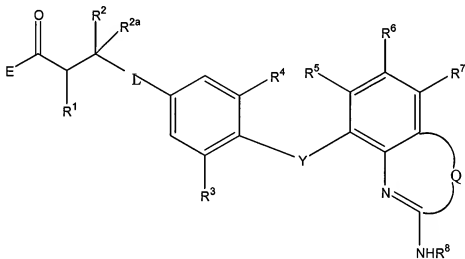


6. (Original) A compound according to claim 5 of formula:



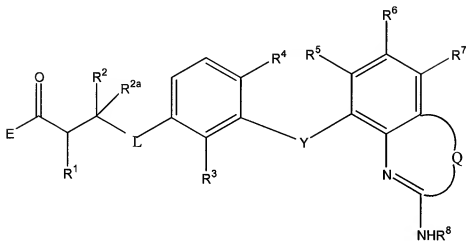
wherein n is zero, one or two.

7. (Original) A compound according to claim 1 of formula:



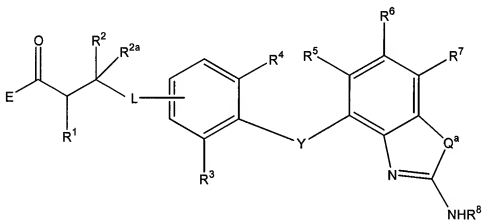
wherein L is a linker comprising from one to four carbons and from zero to three nitrogens, sulfurs and oxygens, in a straight or branched chain.

8. (Original) A compound according to claim 1 of formula:



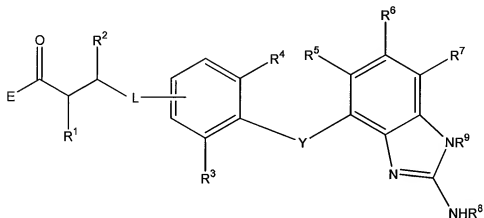
wherein L is a linker comprising from one to eight carbons and from zero to three nitrogens, sulfurs and oxygens, in a straight or branched chain.

9. (Previously Presented) A compound according to claim 1 of formula:



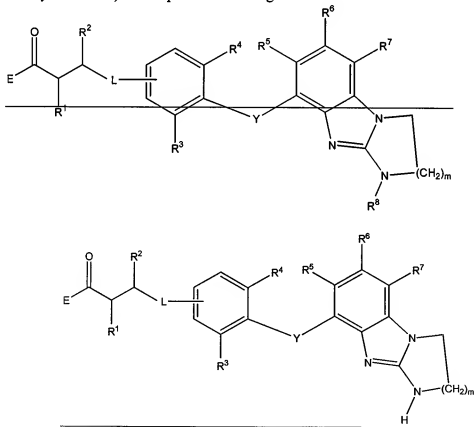
wherein Q^a is NR^9 , and R^9 is chosen from hydrogen, alkyl, aryl, $(C_1$ to $C_3)$ alkylaryl and alkyl substituted with methoxy, fluoro or hydroxy.

10. (Currently Amended) A compound according to claim 71 of formula:



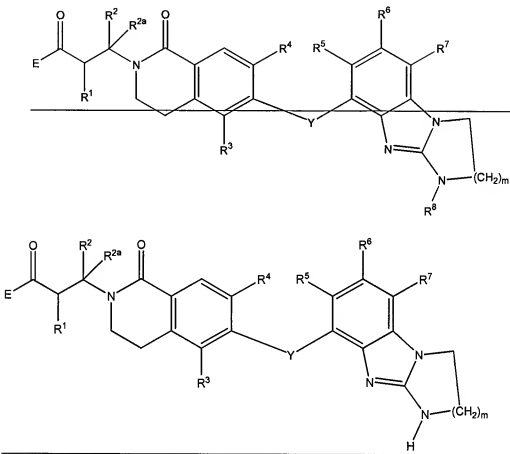
wherein R⁹ is chosen from hydrogen, lower alkyl, and fluoro(loweralkyl).

11. (Currently Amended) A compound according to claim 1 of formula



wherein m is one or two.

12. (Currently Amended) A compound according to claim 9 of formula:

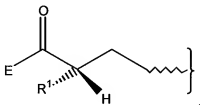


wherein m is one or two.

13. (Original) A compound according to any of claims 1 to 12 wherein E is hydroxy.

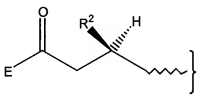
14. (Original) A compound according to claim 1 wherein R² and R^{2a} are hydrogen and R¹ is chosen from hydrogen, -NHCOOR¹⁰, -NHCOR¹⁰ and -NHSO₂R¹⁰.

15. (Original) A compound according to claim 1 wherein R^1 is other than hydrogen and the carbon to which R^1 is attached is of the configuration shown:



16. (Original) A compound according to claim 1 wherein R^2 is hydrogen, C_1-C_6 hydrocarbon, aryl, substituted aryl or heteroaryl.

17. (Original) A compound according to claim 1 wherein R^1 is hydrogen, R^{2a} is hydrogen and R^2 is other than hydrogen, and the carbon to which R^2 is attached is of the configuration shown:



18. (Original) A compound according to claim 1 wherein R^3 and R^4 are chosen from hydrogen, methyl, methoxy, halogen and trifluoromethyl.

19. (Original) A compound according to claim 1 wherein R^5 and R^7 are hydrogen.

20. (Original) A compound according to claim 1 wherein R^8 is chosen from hydrogen and methyl.

21. (Original) A compound according to claim 1 wherein L is chosen from $-C(=O)NH-$, $-CH=CH-$ and $-CH_2CH_2-$.

22. (Original) A compound according to any of claims 1 to 12 wherein Y is -O-.

23. (Original) A compound according to claim 22 wherein

E is hydroxy

R¹ is hydrogen, -NHCOOR¹⁰ or -NHCOR¹⁰;

R² is hydrogen, aryl, heteroaryl or substituted aryl;

R³ and R⁴ are chosen from hydrogen, methyl, methoxy, halogen and trifluoromethyl;

R⁵ and R⁷ are hydrogen; and

R⁸ is chosen from hydrogen and methyl.

24.-26. (Cancelled)

27. (Original) A pharmaceutical composition comprising a compound according to claim 1 and pharmaceutically acceptable carrier.

28. (Original) A compound according to claim 13 wherein Y is -O-.